

EXHIBIT A
PROPOSED¹
SCOPE OF WORK ACTIVITIES FOR INDEPENDENT MONITOR SERVICES
RELATING TO
ENTERGY SERVICES, INC.'S
2014 REQUEST FOR PROPOSALS FOR LONG-TERM, SUPPLY-SIDE,
DEVELOPMENTAL RESOURCES IN AMITE SOUTH

The Independent Monitor (“IM”) for Entergy Services, Inc.’s (“ESI”) 2014 Request for Proposals for Long-Term, Supply-Side Developmental Resources in Amite South (the “RFP”) is Ms. Elizabeth R. Benson. The RFP will include the market-test of a self-build, combined-cycle gas turbine (“CCGT”) generation resource option, located in the Amite South region of the Entergy transmission system, developed by or on behalf of one or more of Entergy Gulf States Louisiana, L.L.C., Entergy Louisiana, LLC, and Entergy New Orleans, Inc. (collectively, the “Included Entergy Operating Companies;” such option, the “Self-Build Option”). Entergy Competitive Affiliates will not be allowed to submit proposals in the RFP. The IM has been retained to obtain the services of an experienced, objective, and independent third party monitor of regulated utility requests for power supply proposals (1) to assist in the design, implementation, and regulatory review of the solicitation, evaluation, selection, and contract negotiation processes of the RFP, as further described herein, for the purpose of ensuring that these processes are impartial and objective and (2) to help ensure that the Self-Build Option and all proposals submitted in the RFP are treated in a consistent fashion and that no undue preference is given to the Self-Build Option or to proposals (or, in the case of the Self-Build Option, options) or to any potential bidder, including the Entergy Self-Build Commercial Team (as defined in the RFP).

This document outlines the scope of the IM’s responsibilities and activities for the RFP, including, without limitation, with respect to the process and requirements established by the Louisiana Public Service Commission (“LPSC”) in the Market-Based Mechanisms Order (“MBM Order”). The responsibilities and activities associated with the IM’s role include oversight, review, monitoring, and reporting, and are categorized into the following RFP phases:

¹ This proposed Scope of Work Activities will be posted publicly for comment by interested parties. Pending any changes in the Scope of Work Activities that may be adopted by the IM after receiving and reviewing any such comments, this Scope of Work Activities is the basis for the IM work until such date that this Scope of Work Activities becomes final.

- 1) the overall design of the RFP;
- 2) the proposal solicitation process (RFP issuance, bidder registration, and proposal submission);
- 3) the proposal evaluation process (including methods of evaluation);
- 4) the proposal selection process;
- 5) the due diligence and negotiation process; and
- 6) regulatory review, as needed and requested.

In carrying out the IM's tasks and services, the IM shall have access to any employee of ESI or any Included Entergy Operating Company or data, process, analytic tool, and any and all other information regarding the Entergy System or the RFP that the IM deems necessary to ensure that the RFP process is conducted in a fair and impartial manner and subject to appropriate confidentiality safeguards to protect, among other things, data, methods, proposal information and evaluations and the integrity of present and future RFPs ("Confidentiality Safeguards"). The IM will have the ability to communicate directly with the regulatory commission and/or city council staff(s) participating in overseeing the RFP process ("Participating Staff(s)"), subject to appropriate Confidentiality Safeguards.

A. Independent Monitor (IM)

The scope of the IM's role and engagement in each phase of the RFP process includes:

1. RFP Development
 - a. The IM will review and comment on the proposed product specifications and planning criteria to assure that they are reasonably aligned with the Entergy System's stated resource needs and have not been designed to provide undue preferential treatment to any potential bidder, including the Entergy Self-Build Commercial Team, or proposal, including the Self-Build Option.
 - b. The IM will not evaluate or determine the Entergy System's planning criteria or its present or future resource needs.
 - c. The IM will review, evaluate, and comment on whether the technical product descriptions developed, and the types of products solicited, in the RFP are reasonably designed to meet the overall and stated objectives of the RFP and to facilitate a robust response from market participants.
 - d. The IM will review and comment on the key technical RFP proposal evaluation criteria (and any other information it deems appropriate) to ensure that the RFP products solicited have not been designed or packaged in order to provide undue preferential treatment to any potential bidder, including the Entergy Self-Build Commercial Team.
 - e. The IM will review and comment on draft RFP documents to ensure that all RFP materials, procedures, and timing support a robust and fair solicitation process.

f. The IM will review and comment on the structure of the RFP evaluation teams and the processes for protection of proposal information used by the evaluation teams, identify any issue, concern, or deficiency in such processes, and work with ESI to address and resolve any such issue, concern, or deficiency.

g. The IM will review and comment on the proposed RFP processes and monitor the processes to ensure that they are designed to comply with all applicable Codes of Conduct, Standards of Conduct, affiliate rules, confidentiality agreements and restrictions, and acknowledgment forms and agreements. The IM will not act as a conduit in communicating to any employee or agent of ESI or any of its affiliates or others any information that, pursuant to the provisions of the RFP and the relevant Codes of Conduct, agreements, and documents identified herein, cannot be shared with such employee.

h. The IM will make recommendations, as needed and appropriate, throughout the RFP process to improve the RFP process (*e.g.*, recommending, as indicated, changes to draft RFP documents and commenting on changes proposed by the Participating Staff(s) and market participants during the RFP consultation process, including, without limitation, the process established by the LPSC in the MBM Order).

i. The IM will review and comment on ESI's proposal evaluation methods, analytical tools and processes, data inputs and assumptions, and price and non-price evaluation criteria, including its methods and analytical tools used in the evaluation process, and including specifically, but without limitation, the economic, viability, non-pricing, and credit evaluation and assessment procedures. The IM will evaluate such methods, tools, processes, data, assumptions, and criteria from both a price and non-price perspective. The IM will identify any issue, concern, or deficiency in such evaluation methods, tools, processes, data inputs and assumptions, and criteria and work with ESI to address and resolve any such issue, concern, or deficiency.

j. The IM will review and comment on the description of the evaluation processes to be provided in the RFP documentation to ensure that such processes are accurately and appropriately described.

k. The IM will determine whether ESI should analyze different inputs, scenarios, and sensitivities in addition to those ESI plans to use in its own analyses. If the IM determines that such analyses will be required as part of the evaluation process, then, contemporaneously with the posting of the final RFP documents, the IM will notify bidders via the RFP website of the different analyses the IM will require.

l. Prior to the deadline for submission of third party proposals in the RFP, the IM shall be provided with the Self-Build Option that will be market-tested in the RFP, including the projected cost. The IM will review the projected cost of the Self-Build Option, along with the evaluation methods, analytical tools and processes, data inputs and assumptions, and price and non-price evaluation criteria for the Self-Build Option, including the methods and tools of analysis used in the evaluation process, and including specifically, but without

limitation, the economic, viability, non-pricing, and credit evaluation procedures for the Self-Build Option.

2. Proposal Solicitation (RFP Issuance, Bidder Registration, and Proposal Submission)

a. The IM will monitor the implementation of the RFP to ensure that the RFP process is administered in a way that is objective and impartial to all potential bidders and that no undue preference is given to any potential bidder, including the Entergy Self-Build Commercial Team, or resource, including the Self-Build Option.

b. The IM will monitor questions submitted by prospective bidders during technical and bidders' conferences or via the RFP website and work with ESI to ensure that timely, accurate responses are provided, consistent with appropriate Confidentiality Safeguards.

c. The IM will review bidder registration information from prospective bidders and determine whether additional information is needed.

d. The IM will oversee the receipt and handling of all RFP proposals timely submitted during the proposal submission period, including submission of information pertaining to the Self-Build Option.

e. The IM will participate in any technical or bidders conference that ESI may conduct.

f. The IM will have the ability to communicate with and respond to bidder questions, issues, or concerns during the RFP process and will communicate those questions, issues, or concerns, as appropriate, to both ESI and the Participating Staff(s).

3. Proposal Receipt

a. The IM will review all proposals submitted by bidders in the RFP and determine whether the proposals meet the threshold requirements stated in the RFP or whether additional information is needed.

b. The IM will review the data reports generated for each area of proposal evaluation to ensure that the reports contain only information concerning the Self-Build Option and each proposal specifically needed for such area of evaluation and that the RFP Administration Team has redacted any unnecessary or extraneous information. The IM will monitor the distribution of such reports to the RFP evaluation team members to ensure that such reports contain only that information concerning the Self-Build Option and each proposal that the IM has determined is needed by such team members for their area of evaluation. The IM and the RFP Administration Team will have access to all proposal information, as well as information concerning the Self-Build Option. With the IM's consent, redacted information may be made available to evaluation team members at a later stage of the RFP evaluation process should such evaluation team members have a need for the previously redacted information in order to complete the evaluation process.

c. ESI, with the oversight of the IM, will determine whether a non-conforming proposal should be rejected or whether, and if so how, the bidder should be permitted to cure the proposal.

d. The IM shall have access to any documentation, process, and other information that she deems necessary to ensure that the proposal receipt process is conducted in a fair and impartial manner and subject to appropriate Confidentiality Safeguards.

4. Proposal Evaluation and Selection

a. The IM will oversee the RFP evaluation and selection process to ensure that the process is objective and impartial to all bidders and that no undue preference is given any potential bidder, including the Entergy Self-Build Commercial Team, or proposal or the Self-Build Option.

b. The IM will obtain and review, and may comment on, all proposed written communications concerning or relating to the RFP between ESI and bidders, including personnel responsible for the Self-Build Option, in advance of ESI's issuance of such communications.

c. The IM will monitor the economic evaluation of all proposals and review the quantitative and qualitative analyses performed in connection with such evaluation to ensure that the analyses appropriately address the economic elements of proposals and are conducted impartially and objectively.

d. The IM will monitor the evaluation of the deliverability-related and other non-price aspects of proposals and review formal quantitative and qualitative analyses performed in connection with such evaluation, including any completed studies provided by or for Midcontinent Independent System Operator, Inc. that are directly related to such evaluation.

e. The IM will monitor the credit evaluation of bidders and review formal quantitative and qualitative credit analyses, as necessary, to ensure an impartial and objective process.

f. The IM will monitor the viability assessments performed in the RFP to ensure that such assessments are reasonable and appropriate.

g. If the IM previously has determined that ESI should analyze different inputs, scenarios, and sensitivities in addition to those ESI plans to analyze for the RFP and has posted such notice to bidders to that effect (see Section (A)(1)(k) above), then the IM will determine, after the proposals have been received, whether different inputs, scenarios, and sensitivities actually should be analyzed by ESI. If the IM determines that they should be analyzed, the IM will request and review the results of such analyses.

h. If, during the evaluation process, ESI determines that it is necessary or appropriate to modify the evaluation process (for example, by concluding that a need exists for additional evaluation or that the timing of the evaluation should be modified or inputs or scenarios changed), the IM will request, review and provide comments on the proposed changes.

The IM will notify bidders via ESI's RFP website of any different analysis that ESI will require. If the IM disagrees with a modified evaluation process, the IM shall be entitled to request that, in addition to the modified analyses that ESI wishes to perform, ESI also perform the analysis as originally contemplated.

i. The IM will review all written recommendations and materials to be presented to the Entergy Operating Committee (or members thereof), the Chief Executive Officer of Entergy Corporation, the Senior Vice President and Chief Accounting Officer of Entergy Corporation, the Executive Vice President and Chief Financial Officer of Entergy Corporation, the Executive Vice President and Chief Operating Officer of Entergy Corporation, and the Group President of Utility Operations of Entergy Corporation (collectively, the "Authorized Entergy Executives") concerning the evaluation and selection process associated with the RFP, subject to any limitation that might arise concerning attorney-client privileged communications or attorney work product or for ESI to remain in compliance with its legal duties under applicable law and contractual obligations to third parties.

j. The IM will review any preliminary and final proposal ranking, portfolio selection, or proposal selection or elimination in the RFP. The IM will review such rankings, selections, and eliminations before this information is presented to the Entergy Operating Committee (or members thereof) or Authorized Entergy Executives. If the IM disagrees with any such ranking, selection, or elimination, and such disagreement is not resolved by ESI to the IM's satisfaction, then the IM shall set forth the nature of and the IM's view on the issue in a report presented to the Entergy Operating Committee (or members thereof) and/or Authorized Entergy Executives.

k. The IM will not make decisions regarding the selection of proposals for the primary selection list or the secondary selection list; rather, those decisions shall be made by the Entergy Operating Committee consistent with the requirements of the Entergy System Agreement.

5. Due Diligence and Negotiations

a. The IM shall have access to information regarding the RFP's due diligence and negotiation processes, in whatever form the IM deems necessary, in order to ensure that they are objective and impartial to all bidders and that no undue preference is given to any potential bidder, including the Entergy Self-Build Commercial Team, or resource, including the Self-Build Option. The IM shall have access to any documentation, process, or information that the IM deems necessary to ensure that the due diligence and negotiation process is conducted in a fair and impartial manner and subject to appropriate Confidentiality Safeguards.

b. The IM will participate in all aspects of negotiations between ESI and representatives of any Self-Build Option to ensure that the process is objective and impartial and conducted at arms-length.

c. The IM will monitor negotiations with third party bidders arising out of the RFP. To the extent that the IM does not attend and requires information regarding such negotiations, ESI will provide the required information to the IM.

d. The IM will monitor the adequacy and thoroughness of due diligence performed by ESI in the RFP's due diligence and negotiation process on any proposal or the Self-Build Option.

B. Interactions Among IM, Participating Staff(s), and ESI; Final Reports

1. Communications with Participating Staff(s)

a. The IM may communicate without restriction with the Participating Staff(s) on matters relating to the RFP process, and such Participating Staff(s) shall have unfettered access to the IM. Such communications may be confidential as needed and do not require the participation of ESI.

b. The IM will prepare and provide formal written reports and updates to ESI and any Participating Staff that requests or requires them. If such reports or updates contain information that is highly sensitive or otherwise protected, they shall be provided only pursuant to a Protective Order or confidentiality agreement acceptable to the entity(ies) whose confidential or otherwise protected information would be revealed.

2. Disagreements between ESI and Bidders

If during the RFP process there are disagreements between ESI and a bidder that are not resolved to the IM's satisfaction, the IM will communicate such disagreement immediately to the Participating Staff(s).

3. Final Reports

a. At the conclusion of the RFP process or at the appropriate point in time (for example, at the time of the filing of an application seeking regulatory approval of a contract or project arising out of the RFP), the IM shall prepare one or more reports stating the IM's analysis of and conclusions regarding the RFP process, including any suggestions for improvement. Any such report shall constitute the final report of the IM ("Final Report").

b. Any Final Report will be prepared independently by the IM. Neither ESI nor any market participant will be entitled to review, alter, edit, or comment on any draft Final Report prior to its publication (except ESI in conjunction with the redaction process identified below). During preparation of the Final Report, the IM will not discuss any of the IM's findings or recommendations with ESI or any other third party. Although not required to do so, the IM may, in the IM's discretion, share a draft Final Report with the Participating Staff(s). The IM may also discuss RFP issues and request information from the Participating Staff(s), market participants, and ESI, to the extent the IM has determined that such discussions would assist in the report's preparation. Nothing in the Section B.3 is intended to preclude the IM from seeking to verify or confirm with ESI or any market participant any information the IM may reflect in the

Final Report. Before a Final Report is provided to any third party or made public, the IM will submit the Final Report to ESI for the sole purpose of having ESI redact non-public confidential information before a public version of the Final Report is issued.

c. ESI will provide the confidential version of the Final Report to the Participating Staff(s) and post the public version of the report on the RFP website within 90 days after resource selection. To the extent that the Final Report will be supplemented as a result of due diligence or contract negotiations, the additional time required to prepare such supplemental report will be determined and mutually agreed upon by the IM and ESI.

d. After the Final Report is filed, ESI, the Participating Staff(s), market participants, and interested persons may submit comments on the report. At the IM's discretion, the IM may submit a revised report and/or prepare a response to those comments as the IM determines to be appropriate.

e. Any party in a regulatory proceeding may seek to offer the Final Report (and any response to comments prepared by the IM) into evidence in lieu of or in addition to pre-filed testimony. Any such party also may call the IM as a third party witness to testify regarding the report, the response to comments, and the RFP process. If the testimony of the IM is sought by a party in such a proceeding, the IM will testify in such proceeding, subject to applicable rules, orders, laws, and confidentiality obligations.

C. Additional IM Matters

1. Document Retention

The IM will have the right, in the IM's discretion, to retain any document the IM deems necessary regarding the RFP processes, subject to maintaining the confidentiality of such documents in accordance with the terms of the Confidentiality Agreement to be entered into by the IM with ESI.

2. Conflicts Reduction Measures

The IM will establish within the IM's firm such ethical guidelines and screening procedures as are necessary and appropriate to ensure that no present or future conflict of interest will arise in connection with the IM's responsibilities under this Scope of Work Activities. The IM will promptly bring to the attention of ESI and any Staff any such conflict of interest issue that may arise.

Appendix Self-Build Monitoring

Primary Issue. The IM will monitor the cost estimates associated with the Self-Build Option. The IM's cost estimate monitoring will evaluate the reasonableness of various cost elements developed by the Entergy Self-Build Commercial Team, including the following specific general cost categories:

- Equipment;
- Bulk Materials;
- Engineering, Construction Management, and Start-up Services;
- Insurance;
- Taxes, Legal Expenses, and Permits & Fees;
- Contingency Costs; and
- Owner's Costs.

The IM may identify other cost categories not then developed by the Entergy Self-Build Commercial Team that the IM would reasonably expect to arise in the construction of the Self-Build Option.

The IM will identify any deficiency in the assumptions and methods used in developing the Self-Build Option costs and will work with ESI to address and resolve such deficiencies.

Other Issues. ESI, in consultation with the IM, may request further analysis of engineering issues that arise in the RFP evaluation, including, but not limited to, issues relating to the cost estimates of other developmental proposals offered in the RFP and issues addressed by the Viability Assessment Team.

Interaction with Regulatory Staff. Communication and information-sharing concerning the IM's Self-Build Option cost evaluation, especially with the Participating Staff(s), will be in accordance with the terms established in the IM Scope Document as it relates to the existing evaluation and processes.